

# Form of proxy

## Barloworld Limited

(Incorporated in the Republic of South Africa)  
 Company registration number 1918/000095/06  
 Income tax registration number 9000/051/71/5)  
 Share code: BAW  
 JSE ISIN: ZAE000026639  
 Share code: BAWP  
 JSE ISIN: ZAE000026647  
 Namibian Stock Exchange share code: BWL

("Barloworld" or the "company")

**Only for the use of registered holders of certificated ordinary shares (ordinary shares) and certificated 6% non-redeemable cumulative preference shares (preference shares) in the company and holders of dematerialised ordinary shares with own name registration and dematerialised preference shares with own name registration at the annual general meeting to be held at Barloworld Corporate Office, 61 Katherine Street, Sandton, on Thursday, 11 February 2021 at 12:30 (South African time).**

Holders of ordinary shares and preference shares in the company (collectively, "shares") (whether certificated or dematerialised) through a nominee must not complete this form of proxy but should inform that nominee timeously, or, if applicable, their Central Securities Depository Participant (CSDP) or stockbroker of their intention to attend the annual general meeting (AGM) and request such nominee, CSDP or stockbroker to issue them with the necessary authorisation to attend or provide such nominee, CSDP or stockbroker with their voting instructions should they not wish to attend the AGM in person. Such shareholders must not return this form of proxy to the transfer secretaries.

I/We	of
being the holder(s) of	ordinary shares or
being the holder(s) of	preference shares
hereby appoint	of
or, failing him/her	

hereby appoint the chairman of the AGM, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolution(s) to be proposed at the AGM and at each adjournment of the meeting and to vote for or against such resolutions or to abstain from voting in respect of the ordinary shares or the preference shares registered in my/our name, in accordance with the following instructions (see note 9).

### PART A – TO BE COMPLETED BY ORDINARY SHAREHOLDERS

\* Insert an X or the number of ordinary shares (see note 9)

Ordinary resolutions	For	Against	Abstain
<b>Ordinary resolution 1:</b> Acceptance of annual financial statements			
<b>Ordinary resolution 2:</b> Re-election of Ms HH Hickey			
<b>Ordinary resolution 3:</b> Re-election of Ms NP Nxasana			
<b>Ordinary resolution 4:</b> Re-election of Mr P Schmid			
<b>Ordinary resolution 5:</b> Election of Ms HH Hickey as a member and chair of the audit and risk committee			
<b>Ordinary resolution 6:</b> Re-election of Mr MD Lynch-Bell as a member of the audit and risk committee			
<b>Ordinary resolution 7:</b> Re-election of Ms NP Nxasana as a member of the audit and risk committee			
<b>Ordinary resolution 8:</b> Election of Mr HN Molotsi as a member of the audit and risk committee			
<b>Ordinary resolution 9:</b> Appointment of external auditor			
<b>Ordinary resolution 10:</b> Non-binding advisory vote on remuneration policy			
<b>Ordinary resolution 11:</b> Non-binding advisory vote on remuneration implementation report			

**FORM OF PROXY CONTINUED**

<b>Special resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Special resolution 1:</b> Approval of non-executive directors' fees			
1.1 Chairman of the board			
1.2 Resident non-executive directors			
1.3 Non-resident non-executive directors			
1.4 Resident chairman of the audit and risk committee			
1.5 Resident members of the audit and risk committee			
1.6 Non-resident members of the audit and risk committee			
1.7 Non-resident chairman of the remuneration committee			
1.8 Resident chairman of the remuneration committee			
1.9 Resident chairman of the social, ethics and transformation committee			
1.10 Resident chairman of the strategy and investment committee			
1.11 Resident chairman of the nomination committee			
1.12 Resident members of each of the board committees other than audit and risk committee			
1.13 Non-resident members of each of the board committees other than audit and risk committee			
<b>Special resolution 2:</b> Approval of non-executive directors' fees for special projects			
2.1 Resident chairman of the <i>ad hoc</i> committee			
2.2 Resident member of the <i>ad hoc</i> committee			
2.3 Non-resident chairman of the <i>ad hoc</i> committee			
2.4 Non-resident member of the <i>ad hoc</i> committee			
<b>Special resolution 3:</b> Approval of loans or other financial assistance to related or inter-related companies and corporations			
<b>Special resolution 4:</b> General authority to acquire the company's own shares			

Insert an "X" in the relevant spaces above according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of ordinary shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote (see note 9).

**PART B – TO BE COMPLETED BY 6% NON-REDEEMABLE CUMULATIVE PREFERENCE SHAREHOLDERS ("PREFERENCE SHAREHOLDERS")**

<b>Resolution</b>	<b>*For</b>	<b>*Against</b>	<b>*Abstain</b>
<b>Special resolution 4: General authority to acquire the company's own shares</b>			

\* Insert an "X" in the relevant space above according to how you wish your vote to be cast. However, if you wish to cast your vote in respect of a lesser number of preference shares than you own in the company, insert the number of preference shares held in respect of which you desire to vote (see note 9).

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020/2021

Signature/s \_\_\_\_\_

(Authority of signatory to be attached if applicable – see note 11)

Assisted by me \_\_\_\_\_

(Where applicable – see note 12)

Each ordinary shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, speak and vote in place of that ordinary shareholder at the meeting.

Each preference shareholder is entitled to appoint a proxy (who need not be a shareholder of the company) to attend, in relation to special resolution 4 only, speak and, vote in place of that preference shareholder at the meeting.

The ordinary shareholders are entitled to vote on all the resolutions set out in the notice of the AGM. On a show of hands, every ordinary shareholder who is present in person or by proxy at the meeting will have one vote (irrespective of the number of ordinary shares held in the company) and, on a poll, every shareholder will have one vote for every ordinary share held or represented.

The preference shareholders are entitled to vote on special resolution 4 set out in the notice of the AGM. On a show of hands, every preference shareholder who is present in person or by proxy at the meeting will have one vote (irrespective of the number of preference shares held in the company) and, on a poll, every preference shareholder will have forty votes for every preference share held or represented.

Please read the notes below.

# Electronic participation form

## Barloworld Limited

61 Katherine Street Sandton  
PO Box 782248 Sandton 2146 South Africa  
Tel +27 (0)11 445 1000 Fax +27 (0)11 444 3643  
www.barloworld.com

Reg No. 1918/000095/06

Tyre Registration Number TPREG0063GAU

## **ELECTRONIC PARTICIPATION IN THE BARLOWORLD LIMITED ELECTRONIC ANNUAL GENERAL MEETING TO BE HELD ON 11 FEBRUARY 2021**

- Shareholders or their proxies who wish to participate in the annual general meeting via electronic communication ("Participants"), must apply to the Company's meeting scrutineers to do so by emailing the form below ("the application") to the e-mail address of the Company's meeting scrutineers, The Meeting Specialist (Proprietary) Ltd ("TMS"), by no later than 12:30 (SA time) on 4 February 2021. The e-mail address is as follows: proxy@tmsmeetings.co.za
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will be able to vote during the annual general meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the annual general meeting, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between 4 and 5 February 2021 via email/mobile with a unique link to allow them to participate in the electronic annual general meeting.
- The cost of the participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The cut-off time, for administrative purposes, to participate in the meeting will be 12:30am (SA time) on 11 February 2021.
- The participant's unique access credentials will be forwarded to the email/mobile telephone provided below.

## **APPLICATION FORM**

Name and surname of shareholder

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Name and surname of shareholder representative (if applicable)

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ID number of shareholder or representative

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Email address

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Mobile/cell number

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Telephone number

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Name of CSDP or Broker (if shares are held in dematerialised format)

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SCA number/Broker account number or

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Own name account number

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Number of shares

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Signature

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Date

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By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the general meeting.

**ELECTRONIC PARTICIPATION FORM CONTINUED**

**TERMS AND CONDITIONS FOR PARTICIPATION AT THE BARLOWORLD LIMITED ANNUAL GENERAL MEETING TO BE HELD ON 11 FEBRUARY 2021 VIA ELECTRONIC COMMUNICATION**

The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the participant and will be billed separately by the participant's own telephone service provider.

The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Barloworld Limited, the JSE Limited and TMS and/or their third party service providers against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that he/she will have no claim against Barloworld Limited, the JSE Limited and TMS and/or its third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.

Participants will be able to vote during the annual general meeting through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the annual general meeting, must act in accordance with the requirements set out above.

Once the participant has received the link, the onus to safeguard this information remains with the participant.

The application will only be deemed successful if this application form has been fully completed and signed by the participant and delivered or emailed to TMS at [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za)

Shareholder name:

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Signature:

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Date:

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